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# TIPLING STAGE COMPANY CONSTITUTION

as at July 12, 2009

## ARTICLE I – NAME AND OBJECTIVE OF THIS ORGANIZATION

1. This organization shall be known as the Tipling Stage Company (herein after referred to as "the company").
2. The Tipling Stage Company is a non-profit organization for the purpose of promoting live theatre in the community and to provide an opportunity for area residents to participate in the reading, studying, directing, production and staging of plays.
3. The Tipling Stage Company shall be governed by the laws and statutes of the Province of Ontario and the Confederation of Canada.

## ARTICLE II – MEMBERSHIP

1. Membership shall be open to all persons who are sympathetic to the objectives of the group, who agree to, and abide by the constitution of the group and who have paid their annual membership fees.
2. The membership fee, due annually by November 30, shall be determined by the Executive Committee and shall be subject to ratification by a majority vote of members present at the Annual General Meeting.
3. Members-in-good-standing shall be defined as persons who have either paid their annual membership fees or have been granted Life Membership by the company (herein after referred to as "members").
4. Members shall be entitled to all rights and privileges of the group with the exception that a 30 day minimum membership is required in order to vote at a general meeting.
5. Any member may withdraw from the company by a written letter of resignation submitted to the Secretary.
6. Any member may be required to resign by a vote of two-thirds (2/3) of the members at an Annual General Meeting or at Special General Meeting.
7. The Executive Committee has the power to grant or revoke Life Memberships, such decision to be decided by unanimous vote.

8. Disciplinary action may be taken by the Executive Committee against any member whose actions are considered not in the best interests of the group. In the event of such action, said member may appeal, in writing for a special meeting of the membership where a simple majority vote will be final, provided a quorum is present. There will be no proxies.

Said member must be informed of the decision of the Executive Committee by registered mail. Said member must appeal within 7 days of the date the notice was posted and the special meeting to hear the appeal must be held within 21 days of the appeal being lodged.

### ARTICLE III - GOVERNMENT

1. The government of the company shall be vested in the Executive Committee consisting of the following officers:
  - President
  - Vice President
  - Immediate Past President
  - Secretary
  - Treasurer
2. The Executive Committee shall be responsible for all business of the company, setting out policy and making decisions on behalf of the company, and may seek assistance from any persons who may further the cause of the company.
3. No Executive Committee member shall serve on another theatre company's executive committee during his or her term of office.

### ARTICLE IV – ELECTION OF OFFICERS

1. The membership shall elect the Executive Committee officers at the Annual General Meeting.
2. Any member may be nominated by any other member for any Executive Committee position, with the exception of the position of Immediate Past President. Such nominations may be submitted to the Secretary (or other designated person) at least seven days prior to the Annual General Meeting or may be made from the floor at the Annual General Meeting. Such nomination must be seconded by one other member. The member nominated for a position must signify his or her willingness to stand, either verbally, or in writing at the Annual General Meeting.
3. The President of the company shall serve as chairperson during the election of officers, and shall vote only in the event of a tie. In the event of his or her absence, the Vice President shall preside.
4. Immediately upon conclusion of the election, the new Executive Committee shall assume their offices.

5. Elected officers shall serve until the next Annual General Meeting and shall be eligible for re-election.
6. Only members shall be eligible to vote at the annual elections. Two proxies shall be allowed for the election of officers. These proxies must be carried by a voting member, in writing, to the Annual General Meeting.
7. An officer shall serve without remuneration and no officer shall directly or indirectly receive any profit from his or her position. An officer may be paid reasonable expenses incurred in the performance of his or her duties.
8. The office of director shall be automatically vacated:
  - a) if at a Special General Meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the director;
  - b) if a director has resigned his or her office by delivering a written resignation to the secretary of the corporation;
  - c) if he or she is found by a court to be of unsound mind;
  - d) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
  - e) on death;
9. Vacancies on the Executive Committee or other elected positions shall be filled by the Executive Committee in a timely manner. Such appointments must be confirmed by a simple majority vote of the membership at the next general meeting.

## ARTICLE V - MINUTES

1. The Annual General Meeting shall be held in November. Notice of this meeting shall be sent to all members at least fourteen days prior to the meeting date.
2. A minimum of three General Meetings in addition to the Annual General Meeting shall be held annually at such time and place as the Executive Committee may determine. Members shall be given at least 14 days notice of the meeting.
3. A quorum at a General Meeting shall consist of one-third (1/3) of all members or fifteen (15) members, whichever is less.
4. A majority vote of members present shall decide motions at all meetings except motions dealing with changes to the constitution, (Article IX). Members must be 16 years of age or older to vote. There will be no proxies.
5. Executive Committee meetings shall be called by the President, Vice-President, or Secretary with a minimum of seventy-two hours notice given to each member of the Committee.

6. A quorum at an Executive Committee meeting shall consist of three officers, at least one of which must be the President or Vice-President.
7. Executive Committee decisions shall be by simple majority except those relating to Life Memberships.

## ARTICLE VI – FISCAL POLICY

1. All monies of the group shall be deposited with such financial institution as determined by the Executive Committee.
2. Signing officers shall be the:
  - Treasurer
  - President
  - Vice President

Any two of whose signatures are required to release funds.

3. The Executive Committee has exclusive authority to commit to the expenditure of company funds but may delegate such authority from time to time.
4. The Executive Committee shall not make gifts or donations to outside organizations, individuals, charities, or otherwise, in excess of an amount to be set out in the by-laws, without ratification of a majority vote at a General Meeting.
5. The members shall annually elect an auditor who shall audit the fiscal records of the company and submit the necessary report to the Annual General Meeting.
6. The fiscal year shall be deemed to run from July 1 to June 30.
7. Should a decision be made at an Annual General Meeting or Special General Meeting to disband the company, all outstanding accounts will be settled and the remaining monies shall be distributed to one or more community organizations as decided by the Executive Committee. All properties shall be sold or donated to other groups as decided by the Executive Committee.

## ARTICLE VII – REPRESENTATION

1. Any member, or group of members, from the company appearing elsewhere and using the name of the company must first apply for and obtain permission from the Executive Committee.

## ARTICLE VIII – BY-LAWS

1. By-laws and changes to the by-laws are the decision of the Executive Committee and shall take effect when ratified by a simple majority at a General Meeting.

## ARTICLE IX – AMENDMENTS TO THE CONSTITUTION

1. Amendments to this constitution may only be made at a General Meeting.
2. Proposed amendments must be submitted to the Executive Committee prior to their being presented at a General Meeting.
3. Amendments shall be presented at one General Meeting and be voted upon at the next General Meeting. Any agreed-to changes to amendments made during presentation need not be re-presented but may proceed to a vote at the next General Meeting.
4. Members shall be advised in writing of such proposed amendments to the constitution at least 14 days prior to the General Meeting at which they are to be voted on.
5. Proposed changes to the constitution require the assent of two thirds (2/3) of the members present at the General Meeting at which they are to be voted on, providing that a quorum is present. There will be no proxies.

## ARTICLE X - MISCELLANEOUS

1. Copies of the constitution, by-laws and membership lists of the group shall be made available to all members.

## ARTICLE XI – DATE EFFECTIVE

This constitution shall be effective as of \_\_\_\_\_.

Signed at \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_ with the approval of two-thirds (2/3) of the members present.

Signed \_\_\_\_\_

President Jodi Jones

Signed \_\_\_\_\_

Vice President Kelly Clarke

Signed \_\_\_\_\_

Secretary Danielle Avila

Signed \_\_\_\_\_

Treasurer Michael Wilson